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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION and PACIFIC GAS AND
ELECTRIC COMPANY,

Debtors,

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No.
19-30088 (DM)*

Case No. 19-30088 (DM)

Chapter 11

**CUPERTINO ELECTRIC, INC.'S
LIMITED OBJECTION AND
RESERVATION OF RIGHTS TO THE
DEBTORS' PROPOSED ASSUMPTION
OF EXECUTORY CONTRACTS
PURSUANT TO CHAPTER 11 PLAN**

Date: May 27, 2020
Time: 10:00 a.m. (PST)
Place: Courtroom 17
450 Golden Gate Avenue, 16th Floor
San Francisco, CA 94102

I. INTRODUCTION

Cupertino Electric, Inc. ("CEI") hereby files this Limited Objection and Reservation of Rights in response to the *Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization dated March 16, 2020* [Dkt. No. 6320] (the "**Plan**") and the *Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to the Plan and Proposed Cure Amounts* (the "**Schedule of Assumed Contracts**") provided in the *Notice of Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization Dated March 16,*

1 2020 [Dkt. No. 7037]. CEI files this Limited Objection in order to address a number of concerns with
2 respect to the Debtors' Schedule of Assumed Contracts.

3 CEI wishes to obtain clarification as to the contracts being assumed by the Debtors and to
4 ensure that the Debtors cure all prepetition and postpetition defaults under such agreements in
5 connection with such assumption. CEI believes that the Schedule of Assumed Contracts does not
6 accurately identify the entire universe of agreements under which CEI is performing services for the
7 Debtors. In addition, the Debtors' proposed Cure Amounts with respect to the CEI contracts is
8 deficient. The Debtors must cure prepetition and postpetition defaults. CEI is willing to accommodate
9 payment of postpetition amounts owing in the ordinary course under the terms of the applicable
10 contracts.

11 Finally, it appears that the Schedule of Assumed Contracts and Plan terms may operate to
12 impair the rights of CEI. The Debtors must assume their executory contracts with CEI without
13 modification. All rights to (i) amounts owing for postpetition services provided and (ii) any other
14 claims arising out of or related to the contracts, including claims related to the fires, must be preserved.

15 **II. BACKGROUND**

16 CEI provides general utility and electrical contracting services to Pacific Gas and Electric
17 Company. With limited exceptions, the Plan provides for the assumption of executory contracts not
18 specifically designated by the Debtors, on the Debtors' Schedule of Rejected Contracts, as executory
19 contracts or unexpired leases to be rejected. *See* Plan, § 8.1. On May 1, 2020, the Debtors filed their
20 Schedule of Rejected Contracts. No agreements between CEI and the Debtors are described on the
21 Schedule of Rejected Contracts. Accordingly, the Debtors are assuming all executory contracts with
22 CEI. Separately, the Debtors filed their Schedule of Assumed Contracts, which includes a list of
23 executory contracts the Debtors intend to assume in connection with the Plan, along with the Debtors'
24 proposed Cure Amount (as that term is defined by the Plan) for each agreement. The Schedule of
25 Assumed Contracts does not accurately identify the executory contracts to which CEI is a party, or
26 the amounts owed by the Debtors thereunder.

1 The Schedule of Assumed Contracts lists a total of five agreements between the Pacific Gas
2 and Electric Company and CEI to be assumed under the terms of the Plan. They include purchase
3 orders, change orders, and contract work authorizations that are part of one or more larger governing
4 contracts entered into between CEI and Pacific Gas and Electric. The title of the documents referenced
5 by the Debtors in the Schedule of Assumed Contracts are as follows: (i) "CONTRACT CHANGE
6 ORDER NO 13 - T&D DAILY CREW RATES"; (ii) "CWA CEI C8672 SURGE ARRESTERS"; (iii)
7 "PURCHASE ORDER #2700131941 DATED 07/05/2018"; (iv) "PURCHASE ORDER
8 #2700196396 DATED 11/23/2018"; and (v) "STREET LIGHT REPLACEMENT CONTRACTOR
9 SERVICES."

10 In the Schedule of Assumed Contracts, the Debtors have identified proposed Cure Amounts
11 for two of the listed agreements between CEI and Pacific Gas and Electric Company. The Debtors list
12 a proposed Cure Amount of \$5,293,331.90 for "PURCHASE ORDER #2700131941 DATED
13 07/05/2018" and a proposed Cure Amount of \$1,211,966.60 for "PURCHASE ORDER #2700196396
14 DATED 11/23/2018." The Debtors, in the Schedule of Assumed Contracts, have not listed proposed
15 Cure Amounts for the remaining three agreements between CEI and the Debtor identified in the
16 schedule.

17 The Schedule of Assumed Contracts does not accurately and precisely identify the universe of
18 contracts entered into by CEI and the Debtor. The Debtor did not discuss with CEI its methodology in
19 preparing the five CEI Contract ID items in its Schedule of Assumed Contracts. The list of contracts
20 and proposed Cure Amounts, however, do not accurately and comprehensively state the Debtor's
21 obligations to CEI.

22 CEI and the Debtor entered into three different MSAs (Master Service Agreements), which are
23 currently in effect and pursuant to which CEI continues to perform services for the Debtor. The MSAs
24 are as follows: (i) PG&E Contract C770 (formerly Contract No. 4400009610) dated March 15, 2015;
25 (ii) PG&E Contract No. 440009622 dated June 3, 2015 - Mobile Home Park Upgrade Program MSA;
26 and (iii) PG&E Contract No. C6140 dated March 19, 2018 - Electric Vehicle Charge Network
27 Program. Each contract includes individual invoices, purchase orders, change orders, CWAs, and other
28

1 agreements of the kind referenced by the Debtors in their Schedule of Assumed Contracts. In fact,
2 ***hundreds*** of CWAs and Purchase orders have been issued under the MSAs. The Schedule of Assumed
3 Contracts is inaccurate in that it lists only a handful of change orders, purchase orders, and CWAs,
4 rather than the complete contracts between CEI and the Debtor.¹ The complete set of contracts between
5 CEI and the Debtors shall hereafter be referred to in this Limited Objection as the “**Cupertino**
6 **Assumed Contracts.**”

7 The Schedule of Assumed Contracts does not accurately identify the prepetition amounts owed
8 under each CEI contract. As of the date of this Limited Objection, CEI has calculated the prepetition
9 amounts owed under Contract No. C770 as totaling \$16,698,104.60. This includes amounts owed
10 under the two Purchase Orders for which the Debtors have identified Cure Amounts in the Schedule
11 of Assumed Contracts. CEI has calculated the prepetition amounts owed by the Debtor under PG&E
12 Contract No. 440009622 as totaling \$2,556,994.73. CEI has calculated the prepetition amounts owed
13 under PG&E Contract No. C6140 as totaling \$686,513.54. Except for the un-billed amounts, the
14 Debtor has approved most of CEI’s prepetition invoices and has uploaded the approved invoices in its
15 accounts payable system.

16 CEI continues to perform services under the Cupertino Assumed Contracts and there are
17 substantial amounts owed by the Debtors under such contracts for postpetition work performed by the
18 Debtors.

19 III. LIMITED OBJECTION

20 The Schedule of Assumed Contracts does not list the entire universe of agreements between
21 CEI and the Debtors. All terms, conditions, addenda and understandings that form each of the
22 Cupertino Assumed Contracts must be assumed by the Debtors in their entirety. The Debtors cannot
23 assume individual purchase orders, contract work authorizations, and change orders without assuming
24 the *entire* applicable contract(s). Moreover, it appears that the Debtors are attempting to improperly
25 impair the rights of CEI under the contracts being assumed.

26
27 ¹ CEI believes that four of the documents identified by the Debtors in the Schedule of Assumed
28 Contracts are part of Contract No. C770. CEI is unable to locate the “Street Light Replacement”
contract listed in the Schedule of Assumed Contracts.

1 The Plan, in Section 8.1(c), provides that each executory contract assumed pursuant to the Plan
2 “shall vest in, and be fully enforceable by, the applicable Reorganized Debtor in accordance with its
3 terms, “except as modified by the provisions of this Plan” Separately, Section 8.2(e) of the Plan
4 states that assumption “shall result in the full release and satisfaction of any Claims and Causes of
5 Action against any Debtor or defaults by any Debtor arising under any assumed executory contract”
6 prior to assumption. The Debtors could argue that, according to this language, contract counterparties’
7 claims and defenses, including the defenses of setoff and recoupment, related to assumed contracts are
8 released under the terms of the Plan. Separately, the Schedule of Assigned Contracts, in Paragraph 13,
9 purports to strip the Debtors’ contract counterparties of their indemnification rights under assumed
10 executory contracts.

11 An executory contract must be assumed or rejected in its entirety. *In re MF Global Holdings*
12 *Ltd.*, 466 B.R. 239, 241 (Bankr. S.D.N.Y. 2012) (“the trustee must either assume the entire contract,
13 cum onere, or reject the entire contract, shedding obligations as well as benefits.”). *See also In re*
14 *Teligent, Inc.*, 268 B.R. 723, 728 (Bankr. S.D.N.Y. 2001) (stating that the rule with respect to whether
15 separately executed agreements are in reality one also “applies to assumption and rejection issues
16 under § 365”). CEI objects to the proposed assumption of any executory contracts to which they are a
17 party to the extent that such assumption does not include the assumption of the *entire* contract,
18 including all agreements, addenda, supplements, and amendments that compromise a single integrated
19 contract. CEI further objects to the Debtors’ attempt to carve out any indemnification obligations it
20 may have under the Cupertino Assumed Contracts, or eliminate CEI’s valid claims or defenses related
21 to such contracts. Assumption of the Cupertino Assumed Contracts must be without modification to
22 CEI’s rights thereunder.

23 In addition, in connection with the Debtors’ assumption of the Cupertino Assumed Contracts,
24 the Debtors must cure the outstanding prepetition and postpetition defaults existing thereunder.
25 Section 11 U.S.C. § 365(b)(1) provides that if there has been a default in an executory contract of the
26 debtor, it cannot be assumed unless, at the time of assumption of such contract, the debtor cures or
27 provides adequate assurance that it will promptly cure such default. The Debtors’ obligation to cure
28

1 defaults includes the obligation to cure all postpetition amounts owing to CEI under the Cupertino
2 Assumed Contracts in connection with such assumption. *See, e.g., In re Culture Project*, 571 B.R. 555
3 (Bankr. S.D.N.Y. 2017); *In re Rachel Industries, Inc.*, 109 B.R. 797 (Bankr. W.D. Tenn. 1990) (stating
4 that “the debtor, when attempting to assume under § 365, must cure both prepetition and postpetition
5 defaults”). The Debtors’ proposed Cure Amounts are not adequate because, in addition to not
6 identifying all prepetition amounts owing to CEI, they fail to identify *any* postpetition amounts owing.
7 While CEI assumes that the Debtors intend to pay for postpetition services in the ordinary course, the
8 Debtors do not identify postpetition defaults and have not confirmed that they will cure those defaults
9 as well. *See Schedule of Assumed Contracts*, ¶ 6.

10 The Debtors must compensate, or provide adequate assurance that they will promptly
11 compensate, their contract counterparties of any actual pecuniary loss resulting to such party from the
12 defaults. In addition, the Debtors must provide adequate assurance of future performance under such
13 contracts, and adequate assurance that they will continue to honor all aspects of the Cupertino
14 Assumed Contracts. CEI is willing to work with the Debtors in advance of the confirmation hearing
15 to attempt to reach an agreement on the amount of the prepetition amounts owing under the Cupertino
16 Assumed Contracts. CEI is also willing to work with the Debtors to obtain their confirmation that the
17 postpetition amounts owing will be paid by the Debtors in the ordinary course under the terms of the
18 Cupertino Assumed Contracts.

19 The name and contact information of the person authorized to resolve this Objection is set forth
20 below:

21 Debra Olson, Chief Legal Officer & Corporate Secretary
22 Cupertino Electric Inc.
23 1132 N. 7th Street
24 San Jose, CA 95112
25 T: 408.808.8127
26 Email: Debra_Olson@CEI.com

27 **IV. CONCLUSION**

28 For the foregoing reasons, CEI respectfully requests that the Court condition assumption of the
Cupertino Assumed Contracts on the terms and conditions requested by CEI herein.

MICHAEL B. LUBIC
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K&L GATES LLP

Dated: May 15, 2020

By: /s/ Michael B. Lubic
Michael B. Lubic

Attorneys for Cupertino Electric, Inc.

1 **CERTIFICATE OF SERVICE**

2 I am employed in the county of Los Angeles, State of California. I am over the age of 18 and
3 not a party to the within action; my business address is K&L GATES LLP, 10100 Santa Monica
4 Boulevard, 8th Floor, Los Angeles, California 90067.

5 On May 15, 2020, I served the document described as:

6 **CUPERTINO ELECTRIC, INC.'S LIMITED OBJECTION AND RESERVATION OF**
7 **RIGHTS TO THE DEBTORS' PROPOSED ASSUMPTION OF EXECUTORY**
8 **CONTRACTS PURSUANT TO CHAPTER 11 PLAN**

9 ☒ **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):**
10 The foregoing document will be served by the court via NEF and hyperlink to the document.
11 On May 15, 2020, I checked the CM/ECF docket for this bankruptcy case and determined
12 that the following persons are on the Electronic Mail Notice List to receive NEF transmission
13 at the email addresses stated on the next pages.

14 **See attached Electronic Mail Notice List**

15 ☒ **BY EMAIL (COURTESY COPY):** by transmitting a true copy of the foregoing document
16 to the following e-mail addresses stated in Exhibit A:

17 I declare under penalty of perjury under the laws of the United States of America that the
18 foregoing is true and correct.

19 Executed on May 15, 2020, at Los Angeles, California.

20 /s/ Jonathan Randolph
21 Jonathan Randolph

SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)

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